

**EWO BREWERIES LIMITED**  
(INCORPORATED UNDER THE COMPANIES ORDINANCES, HONGKONG)

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NOTICE IS HEREBY GIVEN that the Eighth Ordinary General Meeting of Shareholders of the above-named Company will be held at No. 27 Chung Shan Road (E. 1), Shanghai, on Tuesday, 7th April, 1953, at 11 a.m. for the purpose of passing the Directors' Report and the Accounts for the year ended 31st December, 1952, electing Directors, appointing Auditors and transacting any other ordinary business of the Company.

Proxies in order to be valid must be deposited not less than forty-eight hours before the time for holding the Meeting.

The Transfer Books of the Company will be closed from the 1st day of April to the 7th day of April, 1953, both days inclusive.

By Order of the Board of Directors,

H. H. LENNOX,  
Chairman.

19th March, 1953.

香港  
英商怡和啤酒股份有限公司通告

本公司為通過董事會報告一九五二年結至十二月卅一日為止之帳目選舉董事聘請查帳員並辦理本公司其他常務訂於一九五三年四月七日星期二上午十一時在上海中山東一路廿七號會議室舉行第八屆股東常會股東代表授權書須於開會前四十八小時以內備案方可生效自一九五三年四月一日起至一九五三年四月七日起訖日期包括在內暫停過戶特此通告

董事會主席藍納詩奉

董事會命謹啓

一九五三年三月十九日

8

# Guo Breweries Limited

(INCORPORATED UNDER THE COMPANIES ORDINANCES, HONGKONG)

Head Office: 16-18 Pedder Street, Hongkong

## BOARD OF DIRECTORS:

H. H. LENNOX (Chairman)  
E. HAYIM  
R. VON DER CRONE  
W. MELLOR  
M. O. LIDDELL

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## DIRECTORS' REPORT

For presentation at the 8th Annual General Meeting of Shareholders  
to be held at 27 Chung Shan Road (E1), Shanghai,  
on Tuesday 7th April, 1953, at 11 a.m.

The Directors present to Shareholders their Report and Audited Statement of Accounts for the period 1st January, 1952 to 31st December, 1952.

**Profit and Loss Account**—A loss of HK\$1,610,605 appears on this year's account. After adding the current loss to the debit balance brought forward, there remains a net debit in the Profit and Loss Appropriation Account of HK\$2,631,396 to be carried forward.

**Directors.**—Your Board of Directors consists of Messrs. H. H. Lennox (Chairman), E. Hayim, R. von der Crone, W. Mellor and M. O. Liddell. Mr. W. Mellor now retires in accordance with Article 79, and will require to be re-elected by Shareholders.

**Auditors.**—Messrs. Lowe, Bingham & Thomsons have audited the accounts, and in accordance with Article 126 their re-appointment for the current year requires the confirmation of Shareholders.

H. H. LENNOX,  
Chairman.

19th March, 1953.

註冊英商怡和啤酒股份有限公司

總公司香港必打街十六至十八號

董事會各董事

主席

藍納詩

H. H. LENNOX

哈益茂

E. HAYIM

王德康

R. VON DER CRONE

梅洛

W. MELLOR

李德爾

M. O. LIDDELL

董事會報告

於一九五三年四月七日星期二上午十一時在上海中山東一路廿七號舉行  
第八屆股東年會時發表

董事會向股東提出自一九五二年一月一日至一九五二年十二月卅一日報告以及全年業經審核之帳目

損益帳——本年度帳面損失為港幣一，六一〇，六〇五元從上期轉來之借差加上本年損失後損益撥用帳尚有淨借差港幣二，六三一，三九六元轉入下期

董事——董事會董事為前列五人依照第七十九條之規定梅洛先生退職屆期惟連任須經股東重選

查帳員——克佐時湯筆洋行 (MESSRS. LOWE, BINGHAM AND THOMSONS)  
曾查核帳目依照第二二六條之規定本年續聘須經股東認可

董事會主席藍納詩啓

一九五三年三月十九日

## 怡和啤酒股份有限公司

(香港註冊)

借方

一九五二年一月一日至一九五二年十二月卅一日損益表

貸方

	港幣		港幣
營業賬轉入	1,456,368.85	股票過戶費	80.00
董事費準備	11,200.00	什項收益	8,310.17
銀行利息	29,500.03	銷售運貨車五輛	91,334.89
酬勞金準備調整損失	8,228.19	損失——轉入資產負債表	1,610,604.50
銷售洗瓶機損失	205,032.49		
	<u>港幣 1,710,329.56元</u>		<u>港幣 1,710,329.56元</u>

## 一九五二年十二月卅一日資產負債表

股本：—	港幣	固定資產：—	港幣
核准發行四百萬股普通股		由董事會一九四六年十二月	
每股港幣四元共計		卅一日估定價值：	
港幣 16,000,000		戰後增加者按成本計算，	
已發股本：—		減除折舊	
1,400,000股普通股		土地	400,000
每股港幣四元實收	5,600,000	建築物	1,615,416
		減除折舊	<u>481,456</u> 1,133,960
損益分配賬：—		工場機械及設備	2,885,437
1951年12月31日借方餘額	1,020,791	減除已銷售洗瓶機	<u>365,915</u>
1952年1月1日至12月31日			2,519,522
止之損益賬之純損	<u>1,610,605</u> 2,631,396 2,968,604	減除折舊	<u>1,060,159</u> 1,459,363
指定準備：—		汽車，運貨車及辦公室	
回國假期薪金及旅費準備	68,904	器具設備	170,957
職員養老金準備	376,666	減除已銷售運貨車	<u>96,653</u> 74,304
匯兌變動準備	96,905	減除折舊	<u>165,403</u>
意外損失準備(戰時損失賬)	<u>732,946</u> 1,275,421	減除已銷售	
		運貨車之折舊	<u>96,653</u> 68,750 5,554 2,998,877
流動負債：—		流動資產：—	
應付賬款	1,169,550	存貨(經管理當局證明)	1,668,385
		應收賬款	9,981
		手存現金及銀行存款	<u>3,386</u> 1,681,752
		戰時損失	1,234,275
		減除已攤除數	<u>501,329</u> 732,946
	<u>港幣 5,413,575元</u>	所用之匯兌率：—	
		英鎊壹鎊=港幣十六元	
		人民幣四千二百七十元=港幣壹元	
			<u>港幣 5,413,575元</u>

哈 益 茂 ELLIS HAYIM  
梅 洛 W. L. MELLOR } 董 事

英商怡和有限公司上海分公司  
總 經 理

上述公司一九五二年十二月卅一日之資產負債表及其賬冊單據等業經本會計師審查完畢並曾取得本會計師所需要之資料及解釋。按一九五三年二月五日股東會議上主席向股東所作報告，資產之價格依資產變產以後才可定，根據本會計師所獲得之最優資料解釋，及其賬冊上之記載，認為上項資產負債表確係精密編製而成並可表示該公司正確之財務狀況

上海一九五三年二月廿六日

克佐時湯笙會計師事務所

11-A-17532

# **EW0 BREWERIES LIMITED**

(INCORPORATED UNDER THE COMPANIES ORDINANCES, HONGKONG)

## Dr. Profit & Loss Account for the Year ended 31st December, 1952

	Hongkong Dollars
To Balance from Trading Account ... ..	1,456,368.85
„ Provision for Directors' Fees ... ..	11,200.00
„ Bank Interest ... ..	29,500.03
„ Adjustment of Provision for Superannuation ...	8,228.19
„ Loss on Sale of one Super National Soaker and Washer... ..	205,032.49
	<u>HK\$ 1,710,329.56</u>

	Hongkong Dollars
By Transfer Fees ... ..	80.00
„ Miscellaneous Income ... ..	8,310.17
„ Proceeds from Sale of 5 Motor Vehicles ... ..	91,334.89
„ Balance per Balance Sheet ... ..	1,610,604.50
	<u>HK\$ 1,710,329.56</u>

## Balance Sheet as at 31st December, 1952

	Hongkong Dollars
<b>CAPITAL :—</b>	
Authorised :	
4,000,000 Ordinary Shares of HK\$4 each ... ..	HK\$16,000,000
Issued :	
1,400,000 Ordinary Shares of HK\$4 each, fully paid ... ..	5,600,000
<b>Profit &amp; Loss Appropriation Account :—</b>	
Debit Balance at 31st Dec., 1951	1,020,791
Debit Balance per Profit & Loss Account for the year ended 31/12/52 ... ..	1,610,605
	<u>2,631,396</u>
<b>SPECIFIC RESERVES :—</b>	
Provision for Home Leave Pay and Passages ... ..	68,904
Provision for Superannuation ... ..	376,666
Provision for Exchange Fluctuations ... ..	96,905
Provision for Contingencies (War Losses) ... ..	732,946
	<u>1,275,421</u>
<b>CURRENT LIABILITIES :—</b>	
Sundry Creditors and Credit Balances	1,169,550
	<u>HK\$5,413,575</u>

	Hongkong Dollars
<b>FIXED ASSETS :—</b>	
As valued by the Directors as at 31st December, 1946; post-war additions at cost, less depreciation :	
Land ... ..	400,000
Buildings ... ..	1,615,416
Less :—Depreciation ... ..	481,456
	<u>1,133,960</u>
Plant, Machinery and Equipment ... ..	2,885,437
Less :—Sale of Super National Soaker and Washer... ..	365,915
	<u>2,519,522</u>
Less :—Depreciation ... ..	1,060,159
	<u>1,459,363</u>
Motor Car, Trucks and Office Equipment ... ..	170,957
Less :—Sale of Motor Vehicles ... ..	96,653
	<u>74,304</u>
Less :—Depreciation ... ..	165,403
Deduct : Depreciation on Motor Vehicles sold ... ..	96,653
	<u>63,750</u>
	<u>5,554</u>
	<u>2,993,877</u>
<b>CURRENT ASSETS :—</b>	
Stocks (as certified by the Management) ... ..	1,668,385
Sundry Debtors and Debit Balances	9,981
Cash on Hand and at Banks ... ..	3,386
	<u>1,681,752</u>
<b>WAR LOSSES</b> ... ..	1,231,275
Less :—Amounts written off... ..	501,329
	<u>732,946</u>
Exchange rates used :	
£1 = HK\$16.00	
¥4,270 = HK\$ 1.00	
	<u>HK\$5,413,575</u>

ELLIS HAYIM  
W. MELLOR } Directors.

JARDINE, MATHESON & CO., LTD.  
General Managers.

We have examined the above Balance Sheet as at 31st December, 1952, with the books and vouchers of the Company and have obtained all the information and explanations we have required. The value of assets as stated is dependent upon realisation, as explained in the Chairman's report to Members of 5th February, 1953. Subject to the foregoing, in our opinion, the above Balance Sheet is properly drawn up so as to exhibit a true and correct view of the state of the affairs of the Company according to the best of our information and the explanations given to us and as shown by the books.

LOWE, BINGHAM & THOMSONS  
Chartered Accountants  
Auditors.

Shanghai, 26th February, 1953.

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INTELLOFAX 24

**Ewo Breweries Limited**

(INCORPORATED UNDER THE COMPANIES ORDINANCES, HONGKONG)

15961

**MINUTES OF EXTRAORDINARY GENERAL MEETING**

Held on 27th February, 1953

An Extraordinary Meeting of Shareholders of Ewo Breweries Limited was held at 27 Chung Shan Road, Shanghai, on Friday, 27th February, 1953, at 11.00 a.m.

Mr. H. H. Lennox, Chairman of the Board of Directors, presided, and was supported by Messrs. E. Hayim, W. Mellor, R. von der Crone and M. O. Liddell, Directors; Mr. O. Asp, Manager, and Mr. L. Klyhn, Secretary. Fourteen Shareholders were present representing 296,708 shares of which ten proxies, representing 218,908 shares, were deposited.

The Notice convening the Meeting having been read by the Secretary, the Chairman addressed the Meeting as follows :-

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"Gentlemen :

I regret that circumstances have made it necessary to call this Extraordinary Meeting of Shareholders.

In a circular of 5th February, 1953, I endeavoured to put the position of the Company fully before Shareholders and there is very little in the way of information that I can add, though I shall be pleased to answer any question which Shareholders may wish to ask.

Since the circular was issued the accounts of the Company for the year to 31st December, 1952, have been audited and the loss for the year has been established at HK\$1,610,605. In the circular the loss was estimated at HK\$1,700,000. The lower figure is due to our having brought into the 1952 accounts the proceeds of the sale of Trucks. You will remember I mentioned in the circular that we sold some Trucks to pay wages.

I would also mention that since writing the circular the People's Bank has granted a loan to the Company of JMP 130,000,000. This loan was obtained with the assistance and through the efforts of the Workers and the Staff Unions, and the proceeds were used to pay part of the wages and salaries of the Workers and Staff prior to the Spring Festival. Previously we have been unable to obtain loans for wages or for any other purpose, and I do not think the action of the Bank in this instance can be taken as a precedent.

If the Resolution before this Meeting is passed it is the intention of the Directors to offer forthwith all the assets, business and undertaking of the Company in China to a Government or privately-operated enterprise in satisfaction of all its outstanding liabilities and obligations or for such other consideration as the Directors shall in their absolute discretion think fit.

I have no means of knowing whether the offer will be accepted but whatever happens your Directors consider that the entire investment of Shareholders probably has been lost.

Your Directors have given long and serious thought to the position of the Company and as I said in the circular, they have come to the conclusion that it is impossible for the Company to carry on. Therefore, they earnestly recommend Shareholders to support the resolution before this Meeting. Your Directors are confident that there is no other solution to the serious and increasingly hopeless situation which has developed.

Gentlemen, that is all I have to say. Before putting the Resolution to the Meeting, I shall do my best to answer any questions which Shareholders may wish to ask."

As there were no questions, the following Resolution, proposed by Mr. Lennox and seconded by Mr. Hayim, was put to the Meeting and carried without dissent, two Shareholders abstaining from voting :-

"WHEREAS the Directors of the Company, having found that they are no longer in a position to promote the welfare of the Company and that the Company has liabilities which it is unable to meet and which are gradually increasing and taking into consideration the Company's accumulated losses and the conditions under which the Company is operating, have decided to obtain from Shareholders the necessary authority to dispose of the assets, business and undertaking of this Company in China now therefore IT IS RESOLVED that the Directors of the Company shall be at liberty and they are hereby authorised and empowered to take such steps as may be necessary to transfer or otherwise dispose of all the assets, business and undertaking of this Company in China in satisfaction of all its outstanding liabilities and obligations or for such other consideration as the Directors shall in their absolute discretion think fit."

The Chairman thanked the Shareholders for their attendance and closed the Meeting at 11.15 a.m.

H. H. LENNOX,  
Chairman.

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Approved For Release 1999/09/10 : CIA-RDP83-00423R000400230001-1

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一九五三年二月廿七日

## 怡和啤酒股份有限公司臨時股東大會紀錄

怡和啤酒股份有限公司臨時股東大會於一九五三年二月廿七日星期五上午十一時在上海中山東一路廿七號舉行

出席者有董事長藍納詩先生董事哈益茂先生梅洛先生王德康先生李德爾先生經理阿司浦先生及秘書克林先生代表二九六、七〇八股之股東十四人出席其中有股東委人代表授權書十件代表二一八、九〇八股於開會前備案

秘書宣讀開會通告後董事長致詞如後

各位股東：

爲事實上之必要不得不召集此次之臨時股東大會本人對此深爲扼腕本年二月五日我曾函告各股東說明公司當時之狀況今日我甚少增加但各位如有所詢我自當竭誠奉答

二月五日之通告中曾言公司在一九五二年之虧蝕爲港幣一百七十萬元二月五日以後公司帳目至一九五二年十二月卅一日止已經稽核虧蝕數字現確定爲港幣一百六十一萬零五元虧蝕數字所以減低因一九五二年收入項下又加上出售卡車所得一項之故各位自都記得我在告股東書中曾提及公司出售卡車數輛以支付工資一事

我又應告知各股東自二月五日發出告股東書以後人民銀行曾貸款人民幣一億三千萬元於本公司此項貸款係經公司職工會之協助與努力始得成功貸款領到後公司用以支付職工春節前應得工資之一部份在此以前公司無法獲得貸款以支付工資或應付其他任何開支此次之銀行貸款我意不能視爲已成先例

董事會今日提出之決議案如各位股東予以通過則董事會擬將公司在華之全部資產營業及事業轉讓於國營或私營企業以抵償公司之全部債務及義務或取得董事會全權酌定認爲適宜之其他代價

本人無從知悉上述轉讓是否能被接受但無論如何董事會認爲股東之全部投資大約現已化爲烏有

董事會對於公司之狀況已予以長期及深切之考慮考慮結論爲公司之繼續維持已絕對不可能因此董事會懇切請求各股東支持本屆提出之決議案因除此以外別無其他方法可以解決此日趨絕望之嚴重狀況也

各位股東此即鄙人須說明之一切在表決以前如有所詢問自當盡力解答

因無問題提出故後列議決案經藍納詩先生提出哈益茂先生附議無異議通過僅有股東二人棄權

「本公司董事會因不能增進公司之福利公司之負債無法清償且仍在繼續增加中董事會鑒於虧損之累積及公司無法經營之情況決定請股東授與董事會必要之權限以處分公司在中國之資產營業及事業爲此議決授權董事會自由採取必要之行動將公司在華之全部資產營業及事業轉讓或用其他方法處分以抵償公司之全部債務及義務或得董事會全權酌定認爲適宜之其他代價」

董事長向出席股東致謝會議於上午十一時十五分結束

董事長 藍納詩



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